

Mulholland Michael D.
 Form 4
 March 20, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Mulholland Michael D.

(Last) (First) (Middle)
 1111 MAIN STREET, SUITE 660
 (Street)

VANCOUVER, WA 98660

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CytoDyn Inc. [CYDY]

3. Date of Earliest Transaction (Month/Day/Year)
 03/15/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CFO, Treasurer and Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/15/2018		A		88,816	A	\$ 0
Common Stock	03/15/2018		F		38,733	D	\$ 0.69
							125,859
							87,126

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mulholland Michael D. 1111 MAIN STREET, SUITE 660 VANCOUVER, WA 98660			CFO, Treasurer and Secretary	

Signatures

/s/ Michael D. Mulholland
03/19/2018
**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

9,000 (1)05/08/2010 Common Stock 166,800 \$ 0 166,800 D Employee Stock Option (Right to Buy) \$ 10.6875 (2)01/02/2011 Common Stock 80,000 80,000 D Employee Stock Option (Right to Buy) \$ 15.345 (3)02/28/2012 Common Stock 80,000 80,000 D Employee Stock Option (Right to Buy) \$ 6.935 (4)10/16/2012 Common Stock 140,000 140,000 D Employee Stock Option (Right to Buy) \$ 12.37 (5)05/05/2013 Common Stock 100,000 100,000 D Stock Option (Right to Buy) \$ 18.95 (6)01/02/2014 Common Stock 140,000 140,000 D Stock Option (Right to Buy) \$ 22.475 (7)04/16/2014 Common Stock 17,840 17,840 D Stock Option (Right to Buy) \$ 35.46 (8)03/18/2015 Common Stock 12,106 12,106 D

Reporting Owners

Reporting Owner Name / Address	Relationships
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Reporting Owners

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Director 10% Owner Officer Other

HERVEY GEORGE
700 FIRST AVENUE
SUNNYVALE, CA 94089

Chief
Financial
Officer

Signatures

George Hervey 04/01/2005

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This option becomes exercisable as it vests as follows: Vests 20% on 04/26/01 and 25,334 shares per month beginning 05/26/01 until 04/26/05.
 - (2) Of such 80,000 shares, vests 25% on 01/02/02 and 1,666 shares per month beginning 02/02/02 until 01/02/05; Options become exercisable as they vest.
 - (3) Of such 80,000 shares, vests 25% on 02/03/03, 16,666 shares on 12/03/03 and 1,666 shares per month beginning 01/03/04 until 02/03/06; Options become exercisable as they vest.
 - (4) Of such 140,000 shares, vests 140,000 shares on 10/16/07; Options become exercisable as they vest.
 - (5) Of such 100,000 shares, vests 100,000 shares on 05/05/06; Options become exercisable as they vest.
 - (6) Of such 140,000 shares, vests 140,000 shares on 01/02/08; Options become exercisable as they vest.
 - (7) Of such 17,840 shares, all shares are fully vested and exercisable on 04/16/04.
 - (8) Of such 12,106 shares, all shares are fully vested and exercisable on 02/01/05.

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